

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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HERBERT FRANCL, Derivatively on Behalf of RAMBUS INC.,	:	
	:	
	:	
Plaintiff,	:	
	:	
v.	:	
	:	
PRICEWATERHOUSECOOPERS LLP,	:	CASE NO. 07-CIV-7650 (GBD)
	:	
Defendant,	:	
	:	
-and-	:	
	:	
RAMBUS INC., a Delaware Corporation,	:	
	:	
Nominal Defendant.	:	
	:	

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**MEMORANDUM OF LAW BY NOMINAL DEFENDANT RAMBUS INC. IN
SUPPORT OF
PRICEWATERHOUSECOOPERS LLP'S MOTION TO TRANSFER**

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Rambus Inc.*

Nominal defendant Rambus Inc. (“Rambus”) hereby joins in the motion to transfer filed by defendant PricewaterhouseCoopers LLP (“PwC”). In addition to joining the arguments made in PwC’s motion explaining why transfer of this action to the United States District Court for the Northern District of California is appropriate, Rambus contends that transfer is in the best interests of Rambus as well.

Plaintiff purports to bring this derivative action on behalf of Rambus. Compl. ¶ 1. As the company on whose behalf this action is supposedly brought, Rambus contends that its interests strongly militate in favor of transfer. As explained in PwC’s memorandum, several derivative, class, and individual actions are presently pending in the Northern District of California concerning the same subject matter as this action. It cannot be in Rambus’s interests to have this duplicative action proceed in a court across the country from the court in which the other actions are pending, particularly when the earlier-filed actions are pending in the very District where Rambus’s headquarters are located. In such circumstances, transfer of the action is especially appropriate. *See Nizin v. Bright*, 342 F. Supp. 489, 491 (S.D.N.Y. 1972) (granting motion to transfer derivative action and noting that the corporation “joins in support of a transfer seeking to avoid unnecessary expense and inconvenience by having to defend in two forums”). In sum, in addition to the reasons articulated by PwC, Rambus submits that its own interests also weigh in favor of transferring the action to the United States District Court for the Northern District of California.

DATED: September 26, 2007

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